

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

In re INSURANCE BROKERAGE ANTITRUST
LITIGATION

)
)
) Honorable Claire C. Cecchi
) MDL No. 1663
)
) 04-5184 (CCC)
)

BY FIRST CLASS MAIL TO:

The Clerk of the Court
Insurance Brokerage Settlement
c/o Rust Consulting, Inc.
P.O. Box 8002
Faribault, MN 55021-9402

and Counsel listed on attached
Certificate of Service

REQUEST FOR EXCLUSION BY THE HENLEY PLAINTIFFS

All of the Plaintiffs in Case Number 07-02389, consolidated with MDL No. 1663, Henley Management Company, Northbrook Properties, Inc., RCK Properties, Inc., Big Bear Properties, Inc., Kitchens, Inc., Aberfeldy LP, and Payroll and Insurance Group, Inc., (collectively the "Henley Plaintiffs") request exclusion from the Settlement Class, as defined in paragraphs 2(b) and (e) in the Order Preliminary Approving Proposed Settlement and Preliminarily Certifying a Class for Settlement Purposes ("Preliminary Approval Order"). The Henley Plaintiffs request exclusion from the settlement in its entirety and will not participate in the settlement in any manner.

The Henley Plaintiffs filed a lawsuit captioned *Henley Management Company, et al., v. Marsh & McLennan Cos., Inc., et al.* in the U.S. District Court for the District of New Jersey (Case No. 07-2389), which was consolidated for pretrial purposes with *In Re Insurance Brokerage Antitrust Litigation* before this Court (MDL 1663) as Case No. 04-5184 (GEB). In its pending lawsuit, the Henley Plaintiffs allege that Marsh & McLennan Companies, Inc., and its

affiliates (together, "Marsh") conspired with insurers to allocate customers and rig bids, resulting in an inflated insurance market and damages to the Henley Plaintiffs, also asserting that the Henley Plaintiffs seek recovery in the pending lawsuit under the Sherman Act and several common law and state statutory claims relating to all insurance policies brokered for and issued to the Henley Plaintiffs. The Henley Plaintiffs request exclusion from the Settlement Class for all insurance policies that may be within the scope of the settlement and do not waive or release any rights in its pending lawsuit against any of the Settling Defendants (as that term is defined in the Preliminary Approval Order), or any other parties identified in the Preliminary Approval Order as a Releasee.

The Henley Plaintiffs object to the procedures for requesting exclusion from the Settlement Class on the basis that they are onerous, violative of Due Process, and inconsistent with Federal Rule of Civil Procedure 23.¹ The Henley Plaintiffs further object that the information requested in paragraph 10(b) of the Preliminary Approval Order is unnecessary to a request for exclusion and is already in the control of the Settling Defendants. Indeed, the Settling Defendants already have in their possession the information concerning the Henley Plaintiffs insurance policies requested in paragraph 10(b)(ii) of the Preliminary Approval Order, as demonstrated by the fact that Settlement Class Members who participate in the settlement distribution need not provide any information to receive their *pro rata* share. (*See* Detailed Notice of the Proposed Class Action Settlement § V) ("If you wish to participate in the settlement and have no objection to any of its terms, you need not do anything at this time."); (*Id.*

¹ *See e.g., In re Linderboard Antitrust Litig.*, 223 F.R.D. 357, 365 (E.D. Pa. 2004) (rejecting, on Due Process grounds, a procedure that "imposes a significantly higher burden on parties that seek to opt-out than the law requires"); *Council on Social Work Educ. v. Texas Instruments, Inc.*, 105 F.R.D. 68, 71 (N.D. Tex. 1985) (class members effectively opted out despite failure to provide information specified on opt-out form); *see also Plummer v. Chem. Bank*, 668 F.2d 654, 657 n.2 (2d Cir. 1982) ("[a]ny reasonable indication of a desire to opt out should suffice."); *In re Four Seasons Sec. Laws Litig.*, 493 F.2d 1288, 1292 (10th Cir. 1974) (rejecting argument that "opt out . . . request must be explicit").

§ III) (Payment "will be calculated and made based on the information that your insurer has about the policy you purchased [and] the premium paid") In addition, the Henley Plaintiffs have not been afforded any discovery whatsoever in this MDL, which has been stayed for the duration of the Henley case.

Subject to its objections, the Henley Plaintiffs state that (a) they request exclusion for the following Henley Plaintiffs:

Henley Management Company,
555 Skokie Blvd., #555,
Northbrook, IL 60062;

Northbrook Properties, Inc.,
555 Skokie Blvd., #555,
Northbrook, IL 60062;

RCK Properties, Inc.,
555 Skokie Blvd., #555,
Northbrook, IL 60062;

Big Bear Properties, Inc.,
555 Skokie Blvd., #555,
Northbrook, IL 60062

Kitchens, Inc.
4018 Oak Lawn Avenue
Dallas, TX 75219-3134

Aberfeldy II LP
1524 S I H 35
Austin, TX 78704

Payroll and Insurance Group, Inc.
555 Skokie Blvd., #555
Northbrook, IL 60062

Subject to its objections, the Henley Plaintiffs state that this request for exclusion is for all insurance policies it has ever purchased from or through the Settling Defendants and includes, but is not limited to, the policies listed on **Attachment A** hereto.

The Henley Plaintiffs further object to the language of the releases and waivers contained in the Settlement Agreement to the extent they purport to release, waive, relinquish, settle, discharge, or otherwise resolve the claims of any person other than a participating Settlement Class Member, including any "parents, subsidiaries, affiliates, . . . predecessors, [or] successors" of a Settlement Class Member.

The Henley Plaintiffs also object on the basis that the releases and waivers contained in paragraph 15(a) of the Settlement Agreement purport to identify those who release claims by their relationship to a Settlement Class Member, but do not state the time at which the existence of such relationship is determined. The Henley Plaintiffs state that they are not releasing, waiving, relinquishing, settling, discharging, or otherwise resolving any claims in their pending lawsuit, regardless of whether any affiliated persons participate in the Settlement Class.

Any questions concerning this request for exclusion may be directed to the undersigned counsel.

Dated: August 30, 2011

Ernest Summers, III
Baker & Daniels, LLP
311 South Wacker Drive, Suite 4400
Chicago, IL 60606
Telephone: 312-212-6500
Facsimile: 312-212-6501

By: /s/ Ernest Summers, III
Attorney for the "Henley Plaintiffs",
Henley Management Company, Northbrook
Properties, Inc., RCK Properties, Inc., Big
Bear Properties, Inc., Kitchens, Inc.,
Aberfeldy LP, and Payroll and Insurance
Group, Inc.

CERTIFICATE OF SERVICE

I, Ernest Summers, III, an attorney, certify that the foregoing **Request for Exclusion** on behalf of the Henley Plaintiffs and Attachment A thereto were filed electronically with the Clerk of the Court using the CM/ECF system on this 30th day of August, 2011, including email notifications of such filing to all counsel in the case.

I further certify that I caused a copy of the attached **Request for Exclusion** on behalf of the Henley Plaintiffs and **Attachment A** thereto to be sent by first class, prepaid, certified U.S. Mail, to the individuals listed below, on this 30th day of August, 2011.

The Clerk of the Court
Insurance Brokerage Settlement
c/o Rust Consulting, Inc.
P.O. Box 8002
Faribault, MN 55021-9402

For Plaintiffs and the Settlement Class:

Bryan L. Clobes
Ellen Meriwether
Cafferty Faucher, LLP
1717 Arch Street, Suite 3610
Philadelphia, Pennsylvania 19103

And

Edith M. Kallas
Joe R. Whatley, Jr.
Whatley, Drake & Kallas, LLC
1540 Broadway, 37th Floor
New York, NY 10036

For the AIG Defendants:

Daniel J. Leffell
Paul, Weiss, Rifkind, Wharton &
Garrison, LLP
1285 Avenue of the Americas
New York, NY 10019-6064
(212) 373-3000

And

Kenneth A. Gallo
Paul, Weiss, Rifkind, Wharton & Garrison, LLP
2001 K. Street, NW
Washington, DC 20006-1047
(202) 223-7300

For the AON Defendants:

Daniel E. Laytin
Kirkland & Ellis, LLP
300 North LaSalle

And

For the AXIS Defendants:

Michael L. Weiner
Dechert, LLP
1095 Avenue of the Americas

Chicago, IL 60654
(312) 862-2000

New York, NY 10036
(212) 698-3500

For the CAN Defendants:

Michael L. McCluggage
Beth L. Fancsali
Wildman, Harrold, Allen & Dixon, LLP
225 West Wacker Drive, Suite 2800
Chicago, IL 60606
(312) 201-2000

For the Crum & Forster Defendants:

Louis G. Corsi
Stephen Jacobs
Landman, Corsi, Ballaine & Ford P.C.
120 Broadway – 27th Floor
New York, NY 10271
(212) 238-4800

For the Fireman's Fund Defendants:

Lazar P. Raynal
Amy G. Doehring
McDermott Will & Emery, LLP
227 West Monroe
Chicago, IL 60606
(312) 372-2000

For the Hartford Defendants:

Paul A. Engelmayer
Wilmer, Cutler, Pickering,
Hale & Dorr, LLP
399 Park Avenue
New York, NY 10022
(212) 418-8600

And

William J. Kolasky
Wilmer, Cutler, Pickering,
Hale & Dorr, LLP
1875 Pennsylvania Avenue, NW
Washington, DC 20006
(202) 663-6000

For the Liberty Mutual Defendants:

Kevin J. Fee
Kornstein, Veisz, Wexler & Pollard, LLP
757 Third Avenue, 18th Floor
New York, NY 10017
(212) 418-8600

And

Brian E. Robison
Gibson, Dunn & Crutcher, LLP
2100 McKinney Avenue, Suite 1100
Dallas, TX 75201-6912
(214) 698-3100

For the Travelers Defendants:

Michael J. Garvey
Patrick Shilling
Simpson, Thacher & Bartlett, LLP
425 Lexington Avenue
New York, NY 10017-3954
(212) 455-2000

For the Willis/HRH Defendants:

Richard C. Pepperman, II
Sullivan & Cromwell, LLP
125 Broad Street
New York, NY 10004-2498
(212) 558-4000

For the XL Defendants:

Robert A. Alessi
Amy D. Lamberti
Cahill, Gordon & Reindel, LLP
Eighty Pine Street
New York, NY 10005-1702
(212) 701-3000

/s/ Ernest Summers, III

SCHEDULE A: HENLEY MANAGEMENT COMPANY

Coverage	Policy Number	Carrier	Effective Date	Expiration Date	Premiums	Broker	Limits
General Liab.	UC2J-GLSA-418J3893-TIL98	Travelers Property Casualty	12/31/1998	12/31/1999	\$40,398.00	Marsh	Upon Request
Auto Liab.	UC2J-CAP-418J4030-TIL98 UC2E-CAP-418J7610-TCT98	Travelers Property Casualty	12/31/1998	12/31/1999	\$8,700.00	Marsh	Upon Request
Umbrella/Excess layer	7907-02-46MTO	Federal Insurance Co. (Chubb)	12/31/1998	12/31/1999	\$35,000.00	Marsh	Upon Request
Umbrella/Excess layer	EU08469363-03	American Zurich Ins. Co.	12/31/1998	12/31/1999	\$40,000.00	Marsh	Upon Request
Umbrella/Excess layer	N/A	N/A	12/31/1998	12/31/1999	\$0.00	Marsh	Upon Request
Umbrella/Excess layer	N/A	N/A	12/31/1998	12/31/1999	\$0.00	Marsh	Upon Request
Foreign G/L	PST032930339	Fidelity & Casualty Co. of New York (CAN)	12/31/1998	12/31/1999	\$5,317.00	Marsh	Upon Request
Property	US2267	Commonwealth Insurance	1/1/1999	1/1/2000	\$50,742.00	Marsh	Upon Request
Boiler & Machinery	BM1042885729	Continental Casualty (CAN)	1/1/1999	1/1/2000	\$2,955.00	Marsh	Upon Request
Terrorism	N/A	N/A	1/1/1999	1/1/2000	\$0.00	Marsh	Upon Request
Crime	8085-3021	Federal Insurance Co. (Chubb)	1/1/1999	1/1/2000	\$2,800.00	Marsh	Upon Request
General Liab.	TJGLS1418J3893TIL99	Travelers Indemnity Co of Illinois	12/31/1999	12/31/2000	\$2,500.00	Marsh	Upon Request
Auto Liab.	TC2ECAP418J7610TCT99 TC2JCAP418J4030TIL99	Travelers Indemnity Co of Illinois	12/31/1999	12/31/2000	\$11,700.00	Marsh	Upon Request
Umbrella/Excess layer	79070246	Federal Ins. Co. (Chubb)	12/31/1999	12/31/2000	\$35,000.00	Marsh	Upon Request
Umbrella/Excess layer	AEC846936304	American Guarantee	12/31/1999	12/31/2000	\$50,000.00	Marsh	Upon Request
Umbrella/Excess layer	TUE2535072	Great American	12/31/1999	12/31/2000	\$50,000.00	Marsh	Upon Request

Umbrella/Excess layer	79793456	Federal Ins. Co. (Chubb)	12/31/1999	12/31/2000	\$25,000.00	Marsh	Upon Request
Foreign G/L	PST210699360	Fidelity & Casualty Co. of New York (CAN)	12/31/1999	12/31/2000	\$5,000.00	Marsh	Upon Request
Property	US2589	Commonwealth Ins.	1/1/2000	1/1/2001	\$46,525.00	Marsh	Upon Request
Boiler & Machinery	TM1042885729	Continental Casualty Co.	1/1/2000	1/1/2001	\$3,324.00	Marsh	Upon Request
Terrorism	N/A	N/A	1/1/2000	1/1/2001	\$0.00	Marsh	Upon Request
Crime	80853021	Federal Ins. Co. (Chubb)	1/1/2000	1/1/2001	\$2,800.00	Marsh	Upon Request
General Liab.	TJGLSA418J3893TIL00	Travelers Indemnity Co of Illinois	12/31/2000	12/31/2001	\$2,875.00	Marsh	Upon Request
Auto Liab.	TC2JCAP418J4030TIL00 TC2ECAP418J7610TC T00	Travelers Indemnity Co of Illinois	12/31/2000	12/31/2001	\$16,380.00	Marsh	Upon Request
Umbrella/Excess layer	79070246	Federal Ins. Co. (Chubb)	12/31/2000	12/31/2001	\$38,500.00	Marsh	Upon Request
Umbrella/Excess layer	ACE846936305	American Guarantee Ins. Co.	12/31/2000	12/31/2001	\$55,000.00	Marsh	Upon Request
Umbrella/Excess layer	TUE2535172	Great American Ins. Co.	12/31/2000	12/31/2001	\$55,000.00	Marsh	Upon Request
Umbrella/Excess layer	79793456	Federal Ins. Co.	12/31/2000	12/31/2001	\$27,500.00	Marsh	Upon Request
Foreign G/L	PST210699360	Fidelity & Casualty Co. of NY	12/31/2000	12/31/2001	\$5,475.00	Marsh	Upon Request
Property	US2941	Commonwealth Ins.	1/1/2001	1/1/2002	\$74,477.00	Marsh	Upon Request
Boiler & Machinery	BM1042885729	Continental Casualty Co. (CAN)	1/1/2001	1/1/2002	\$4,325.00	Marsh	Upon Request
Terrorism	N/A	N/A	1/1/2001	1/1/2002	\$0.00	Marsh	Upon Request
Crime	80853021	Federal Ins. Co.	1/1/2001	1/1/2002	\$2,800.00	Marsh	Upon Request
General Liab.	TJ-GLSA-418J3893-TIL-01	Travelers Indemnity Co of Illinois	12/31/2001	12/31/2002	\$3,738.00	Marsh	Upon Request

Auto Liab.	TC2J-CAP-418J4030-TIL-01 TC2E-CAP-418J7610-TCT-01	Travelers Indemnity Co of Illinois	12/31/2001	12/31/2002	\$25,182.00	Marsh	Upon Request
Umbrella/Excess layer	79070246	Federal Ins.	12/31/2001	12/31/2002	\$80,000.00	Marsh	Upon Request
Umbrella/Excess layer	AEC8469363-06	American Guarantee ins. Co.	12/31/2001	12/31/2002	\$80,000.00	Marsh	Upon Request
Umbrella/Excess layer	TUE2-53-50-7202	Great American Ins. Co.	12/31/2001	12/31/2002	\$80,000.00	Marsh	Upon Request
Umbrella/Excess layer	79793456	Federal Ins. Co. (Chubb)	12/31/2001	12/31/2002	\$40,000.00	Marsh	Upon Request
Foreign G/L	PHF059819	ACE American Ins. Co.	12/31/2001	12/31/2002	\$5,985.00	Marsh	Upon Request
Property	US3464	Commonwealth Ins.	1/1/2002	1/1/2003	\$117,847.00	Marsh	Upon Request
Boiler & Machinery	BM1042885729	Continental Casualty Co. (CAN)	1/1/2002	1/1/2003	\$5,635.00	Marsh	Upon Request
Terrorism	N/A	N/A	1/1/2002	1/1/2003	\$0.00	Marsh	Upon Request
Crime	GA03027998	Gulf Insurance	1/1/2002	1/15/2003	\$2,595.00	Marsh	Upon Request
General Liab.	TJ-GLSA-418J3893-TIL-02	Travelers	12/31/2002	12/31/2003	\$4,485.00	Marsh	Upon Request
Auto Liab.	TC2J-CAP-418J4030-TIL-02 TC2E-CAP-418J7610-TCT-01	Travelers	12/31/2002	12/31/2003	\$21,776.00	Marsh	Upon Request
Umbrella/Excess layer	AUC846936307	Zurich	12/31/2002	12/31/2003	\$151,500.00	Marsh	Upon Request
Umbrella/Excess layer	LQ-B71-198035-012	Liberty Mutual	12/31/2002	12/31/2003	\$101,000.00	Marsh	Upon Request
Umbrella/Excess layer	TUE2-53-50-72-03	Great American	12/31/2002	12/31/2003	\$50,000.00	Marsh	Upon Request
Umbrella/Excess layer	XXK 0008546 4444	Fireman's fund	12/31/2002	12/31/2003	\$50,000.00	Marsh	Upon Request
Foreign G/L	PHF059819	ACE	12/31/2002	12/31/2003	\$5,000.00	Marsh	Upon Request

Property	US4230	Commonwealth Ins.	1/1/2003	1/1/2004	\$162,955.00	Marsh	Upon Request
Boiler & Machinery	2286161	Hartford	1/1/2003	1/1/2004	\$3,129.00	Marsh	Upon Request
Terrorism	US4230	Commonwealth Ins.	1/1/2003	1/1/2004	\$18,317.00	Marsh	Upon Request
Crime	GA03029766	Gulf Insurance	1/15/2003	1/15/2004	\$3,030.00	Marsh	Upon Request
General Liab.	TJ-GLSA-418J3893-TIL-03	Travelers	12/31/2003	12/31/2004	\$5,158.00	Marsh	Upon Request
Auto Liab.	TC2J-CAP-418J4030-TIL-03	Travelers	12/31/2003	12/31/2004	\$1,169.00	Marsh	Upon Request
Umbrella/Excess layer	AUC846936308	Zurich	12/31/2003	12/31/2004	\$144,430.00	Marsh	Upon Request
Umbrella/Excess layer	LQ1-B71-198035-022	Liberty Mutual	12/31/2003	12/31/2004	\$96,500.00	Marsh	Upon Request
Umbrella/Excess layer	TUE2-53-50-72-04	Great Am.	12/31/2003	12/31/2004	\$48,250.00	Marsh	Upon Request
Umbrella/Excess layer	XTM 000 7617 0695	Fireman's Fund	12/31/2003	12/31/2004	\$48,250.00	Marsh	Upon Request
Foreign G/L	GB06100449	St Paul Fire	12/31/2003	12/31/2004	\$3,750.00	Marsh	Upon Request
Property	US4862	Commonwealth Ins.	1/1/2004	1/1/2005	\$150,870.00	Marsh	Upon Request
Boiler & Machinery	US4862	Commonwealth Ins.	1/1/2004	1/1/2005	\$3,412.00	Marsh	Upon Request
Terrorism	US4862	Commonwealth Ins.	1/1/2004	1/1/2005	\$19,557.00	Marsh	Upon Request
Crime	GA03031174	Gulf Insurance	1/15/2004	1/15/2005	\$3,000.00	Marsh	Upon Request
General Liab.	TJ-GLSA-418J3893-TIL-04	St Paul Travelers	10/31/2004	10/31/2005	\$5,158.00	Marsh	Upon Request
Auto Liab.	TJ-CAP-418J4030-TIL-04	St Paul Travelers	10/31/2004	10/31/2005	\$1,169.00	Marsh	Upon Request
Umbrella/Excess layer	AUC4275340-00	Zurich	10/31/2004	10/31/2005	\$144,430.00	Marsh	Upon Request
Umbrella/Excess layer	LQ-B71-198-035-032	Liberty Mutual	10/31/2004	10/31/2005	\$96,500.00	Marsh	Upon Request

Umbrella/Excess layer	9363-58-13	Chubb	10/31/2004	10/31/2005	\$48,250.00	Marsh	Upon Request
Umbrella/Excess layer	EXC5550060	Great Am. PRB	10/31/2004	10/31/2005	\$48,250.00	Marsh	Upon Request
Foreign G/L	GB06100573	St Paul Fire	10/31/2004	10/31/2005	\$2,500.00	Marsh	Upon Request
Property	US5365	Commonwealth Ins.	10/31/2004	10/31/2005	\$130,395.00	Marsh	Upon Request
Boiler & Machinery	US5365	Commonwealth Ins.	10/31/2004	10/31/2005	\$3,448.00	Marsh	Upon Request
Terrorism	US5365	Commonwealth Ins.	10/31/2004	10/31/2005	\$13,000.00	Marsh	Upon Request
Crime	GA03031174	Gulf Insurance	1/15/2005	10/31/2005	\$2,376.00	Marsh	Upon Request

SCHEDULE A: NORTHBROOK PROPERTIES, INC.[illegible]

SCHEDULE A: RCK Properties Inc. Policies

Coverage	Policy Number	Carrier	Effective Date	Expiration Date	Premium	Broker	Limits
Upon Request	Upon Request	Federal Ins. Co.	Upon Request	Upon Request	\$15,000.00	Marsh	Upon Request
Upon Request	Upon Request	Federal Ins. Co.	Upon Request	Upon Request	\$38,500.00	Marsh	Upon Request
Upon Request	Upon Request	Federal Ins. Co.	Upon Request	Upon Request	\$125,000.00	Marsh	Upon Request
Upon Request	Upon Request	Fireman's Fund	Upon Request	Upon Request	\$41,000.00	Marsh	Upon Request
Upon Request	Upon Request	Fireman's Fund	Upon Request	Upon Request	\$55,000.00	Marsh	Upon Request
Upon Request	Upon Request	Fireman's Fund	Upon Request	Upon Request	\$58,497.00	Marsh	Upon Request
Upon Request	Upon Request	Fireman's Fund Ins. Co.	Request	Request	\$25,000.00	Marsh	Request
Upon Request	Upon Request	St Paul Travelers	Upon Request	Upon Request	\$76,000.00	Marsh	Upon Request
Upon Request	Upon Request	Zurich	Upon Request	Upon Request	\$164,125.00	Marsh	Upon Request
Upon Request	Upon Request	Zurich	Upon Request	Upon Request	\$188,208.00	Marsh	Upon Request

SCHEDULE A: BIG BEAR PROPERTIES, INC.

Coverage	Policy Number	Carrier	Effective Date	Expiration Date	Premiums	Broker	Limits
Property	Upon Request	Upon Request	12/31/1998	12/31/1999	\$0.00	Marsh	Upon Request
General Liability	Upon Request	Upon Request	12/31/1998	12/31/1999	\$0.00	Marsh	Upon Request
Auto Liab.	Upon Request	Upon Request	12/31/1998	12/31/1999	\$0.00	Marsh	Upon Request
Umbrella/Excess layer	Upon Request	Upon Request	12/31/1998	12/31/1999	\$0.00	Marsh	Upon Request
Umbrella/Excess layer	Upon Request	Upon Request	12/31/1998	12/31/1999	\$0.00	Marsh	Upon Request
Crime	Upon Request	Upon Request	1/1/1999	1/1/2000	\$0.00	Marsh	Upon Request
Property	N/A	N/A	12/31/1999	12/31/2000	N/A	Marsh	Upon Request
General Liability	TC2JGLSA419J3432TIL99	Travelers indemnity Co of Illinois	12/31/1999	12/31/2000	\$27,390.00	Marsh	Upon Request
Auto Liab.	TC2JCAP419J3444TIL99	Travelers indemnity Co of Illinois	12/31/1999	12/31/2000	\$500.00	Marsh	Upon Request
Umbrella/Excess layer	79793458	Federal Ins. Co.	12/31/1999	12/31/2000	\$30,000.00	Marsh	Upon Request
Umbrella/Excess layer	AEC361089700	American Guaranteed	12/31/1999	12/31/2000	\$25,000.00	Marsh	Upon Request
Crime	Upon Request	Upon Request	1/1/2000	1/1/2001	\$0.00	Marsh	Upon Request
Property	Upon Request	Upon Request	12/31/2000	12/31/2001	\$0.00	Marsh	Upon Request
General Liab.	TC2JGLSA419J3432TIL00	Travelers indemnity Co of Illinois	12/31/2000	12/31/2001	\$30,619.00	Marsh	Upon Request
Auto Liab.	TC2JCAP419J3444TIL00	Travelers indemnity Co of Illinois	12/31/2000	12/31/2001	\$575.00	Marsh	Upon Request
Umbrella/Excess layer	79793458	Federal Ins. Co.	12/31/2000	12/31/2001	\$30,000.00	Marsh	Upon Request
Umbrella/Excess layer	AEC361089701	American Guaranteed Ins. Co.	12/31/2000	12/31/2001	\$25,000.00	Marsh	Upon Request
Crime	Upon Request	Upon Request	1/1/2001	1/1/2002	\$0.00	Marsh	Upon Request

Property	Upon Request	Upon Request	12/31/2001	12/31/2002	\$0.00	Marsh	Upon Request
General Liab.	TC2J-GLSA-419J3432-TIL-01	Travelers indemnity Co of Illinois	12/31/2001	12/31/2002	\$51,305.00	Marsh	Upon Request
Auto Liab.	TJ-CAP-419J3444-TIL-01	Travelers indemnity Co of Illinois	12/31/2001	12/31/2002	\$748.00	Marsh	Upon Request
Umbrella/Excess layer	79793458	Federal Ins. Co. (Chubb)	12/31/2001	12/31/2002	\$48,300.00	Marsh	Upon Request
Umbrella/Excess layer	LQ1-B71-078 591 011	American Guarantee Ins. Co. (Liberty Mutual)	12/31/2001	12/31/2002	\$37,500.00	Marsh	Upon Request
Crime	GA03028007	Gulf Insurance	1/1/2002	1/15/2003	\$2,595.00	Marsh	Upon Request
Property	N/A	N/A	12/31/2002	12/31/2003	\$0.00	Marsh	Upon Request
General Liab.	TC2J-GLSA-419J3432-TIL-02	Travelers	12/31/2002	12/31/2003	\$66,507.00	Marsh	Upon Request
Auto Liab.	TJ-CAP-419J3444-TIL-02	Travelers	12/31/2002	12/31/2003	\$935.00	Marsh	Upon Request
Umbrella/Excess layer	AUC9308138-00	Zurich	12/31/2002	12/31/2003	\$63,425.00	Marsh	Upon Request
Umbrella/Excess layer	LQ1-B71-078 591 021	Liberty Mutual	12/31/2002	12/31/2003	\$45,450.00	Marsh	Upon Request
Crime	GA03029765	Gulf Insurance	1/15/2003	1/15/2004	\$3,030.00	Marsh	Upon Request
Property	N/A	N/A	12/31/2003	12/31/2004	\$0.00	Marsh	Upon Request
General Liab.	TC2J-GLSA-419J3432-TIL-03	Travelers	12/31/2003	12/31/2004	\$75,492.00	Marsh	Upon Request
Auto Liab.	TJ-CAP-419J3444-TIL-03	Travelers	12/31/2003	12/31/2004	\$1,169.00	Marsh	Upon Request
Umbrella/Excess layer	AUC9308138-01	Zurich	12/31/2003	12/31/2004	\$62,620.00	Marsh	Upon Request
Umbrella/Excess layer	LQ1-B71-078 591 031	Liberty Mutual	12/31/2003	12/31/2004	\$43,500.00	Marsh	Upon Request
Crime	GA03031177	Gulf Insurance	1/15/2004	1/15/2005	\$3,000.00	Marsh	Upon Request
Property	N/A	N/A	10/31/2004	10/31/2005	\$0.00	Marsh	Upon Request

General Liab.	TC2J-GLSA-419J3432-TIL-04	St Paul Travelers	10/31/2004	10/31/2005	\$70,147.00	Marsh	Upon Request
Auto Liab.	TJ-CAP-419J3444-TIL-04	St Paul Travelers	10/31/2004	10/31/2005	\$1,169.00	Marsh	Upon Request
Umbrella/Excess layer	AUC4275349	Zurich	10/31/2004	10/31/2005	\$78,700.00	Marsh	Upon Request
Umbrella/Excess layer	Upon Request	Upon Request	10/31/2004	10/31/2005	Upon Request	Marsh	Upon Request
Crime	GA03031177	Upon Request	1/15/2005	10/31/2005	\$2,376.00	Marsh	Upon Request

SCHEDULE A: KITCHENS, INC./ABERFELDY LP

Coverage	Policy Number	Carrier	Effective Date	Expiration Date	Premiums	Broker	Limits
General Liab.	1MP14089809800	Fidelity & Guaranty Ins. Co.	12/31/1998	12/31/1999	\$32,823.00	Marsh	Upon Request
Auto Liab.	1TB13157665400	United States Fidelity & Guaranty Ins. Co.	12/31/1998	12/31/1999	\$118.00	Marsh	Upon Request
Umbrella/Excess layer	ULC14777290000	United States Fidelity & Guaranty Ins. Co.	12/31/1998	12/31/1999	\$40,000.00	Marsh	Upon Request
Umbrella/Excess layer	N/A	N/A	12/31/1998	12/31/1999	\$0.00	Marsh	Upon Request
Property, Boiler & Machinery	Fidelity & Guaranty Ins.	Fidelity & Guaranty Ins. Co.	12/31/1998	12/31/1999	\$131,623.00	Marsh	Upon Request
Terrorism	N/A	N/A	12/31/1998	12/31/1999	\$0.00	Marsh	Upon Request
General Liab.	1MP14089809801	Fidelity & Guaranty Ins. Co.	12/31/1999	12/31/2000	\$32,823.00	Marsh	Upon Request
Auto Liab.	CA09100446	St. Paul Mercury Ins. Co.	12/31/1999	12/31/2000	\$118.00	Marsh	Upon Request
Umbrella/Excess layer	BE7015352	National Union Fire Ins. Co.	12/31/1999	12/31/2000	\$38,000.00	Marsh	Upon Request
Umbrella/Excess layer	N/A	N/A	12/31/1999	12/31/2000	\$0.00	Marsh	Upon Request
Property, Boiler & Machinery	1MP14089809801	Fidelity & Guaranty Ins. Co.	12/31/1999	12/31/2000	\$137,408.00	Marsh	Upon Request
Terrorism	N/A	N/A	12/31/1999	12/31/2000	\$0.00	Marsh	Upon Request
General Liab.	CK09104084	St. Paul Guardian Ins. Co.	12/31/2000	12/31/2001	\$49,928.00	Marsh	Upon Request
Auto Liab.	CK0910408401	St. Paul Guardian Ins. Co.	12/31/2000	12/31/2001	\$127.00	Marsh	Upon Request
Umbrella/Excess layer	XYZ00075219931	Fireman's Fund Ins. Co.	12/31/2000	12/31/2001	\$45,600.00	Marsh	Upon Request
Umbrella/Excess layer	CK09104084	N/A	12/31/2000	12/31/2001	incl. above	Marsh	Upon Request
Property, Boiler & Machinery	CK09104088	St. Paul Guardian Ins. Co.	12/31/2000	12/31/2001	\$141,840.00	Marsh	Upon Request
Terrorism	N/A	N/A	12/31/2000	12/31/2001	\$0.00	Marsh	Upon Request

General Liab.	J2SV008099	Royal Lloyds of Texas	12/31/2001	12/31/2002	\$70,124.00	Marsh	Upon Request
Auto Liab.	R2ST263231	Royal Indemnity Co.	12/31/2001	12/31/2002	\$129.00	Marsh	Upon Request
Umbrella/Excess layer	P2LA387378	Royal Ins. Co. of America	12/31/2001	12/31/2002	\$18,232.00	Marsh	Upon Request
Umbrella/Excess layer	XXK0075509638	Fireman's Fund Ins. Co.	12/31/2001	12/31/2002	\$40,000.00	Marsh	Upon Request
Property, Boiler & Machinery	J2SV008099	Royal Lloyds of Texas	12/31/2001	12/31/2002	\$210,136.00	Marsh	Upon Request
Terrorism	N/A	N/A	12/31/2001	12/31/2002	\$0.00	Marsh	Upon Request
General Liab.	J2TL468162	Royal Lloyds of Texas	12/31/2002	12/31/2003	\$73,871.00	Marsh	Upon Request
Auto Liab.	R2TS468163	Royal Indemnity Co.	12/31/2002	12/31/2003	\$127.00	Marsh	Upon Request
Umbrella/Excess layer	XYM 000 8531 3328	Fireman's Fund Ins. Co.	12/31/2002	12/31/2003	\$60,000.00	Marsh	Upon Request
Umbrella/Excess layer	N/A	N/A	12/31/2002	12/31/2003	\$0.00	Marsh	Upon Request
Property, Boiler & Machinery	J2SV008099	Royal Lloyds of Texas	12/31/2002	12/31/2003	\$250,310.00	Marsh	Upon Request
Terrorism	N/A	Royal Lloyds of Texas	12/31/2002	12/31/2003	\$18,843.00	Marsh	Upon Request
General Liab.	2075168994	Valley Forge (CNA)	12/31/2003	12/31/2004	\$96,821.00	Marsh	Upon Request
Auto Liab.	2075168980	Continental Casualty (CNA)	12/31/2003	12/31/2004	\$179.00	Marsh	Upon Request
Umbrella/Excess layer	XYZ-000-8594-4122	Fireman's Fund	12/31/2003	12/31/2004	\$67,320.00	Marsh	Upon Request
Umbrella/Excess layer	N/A	N/A	12/31/2003	12/31/2004	\$0.00	Marsh	Upon Request
Property, Boiler & Machinery	GP324	Affiliated FM	12/31/2003	12/31/2004	\$204,550.00	Marsh	Upon Request
Terrorism	GP324	Affiliated FM	12/31/2003	12/31/2004	\$5,000.00	Marsh	Upon Request
General Liab.	2075168994	Valley Forge (CNA)	12/31/2004	12/31/2005	\$97,821.00	Marsh	Upon Request

Auto Liab.	2075168980	Continental Casualty (CNA)	12/31/2004	12/31/2005	\$179.00	Marsh	Upon Request
Umbrella/Excess layer	XYM00086674363	Fireman's Fund	12/31/2004	12/31/2005	\$67,320.00	Marsh	Upon Request
Umbrella/Excess layer	N/A	N/A	12/31/2004	12/31/2005	\$0.00	Marsh	Upon Request
Property, Boiler & Machinery	GP591	Affiliated FM	12/31/2004	12/31/2005	\$108,831.00	Marsh	Upon Request
Terrorism	GP591	Affiliated FM	12/31/2004	12/31/2005	\$5,000.00	Marsh	Upon Request
General Liab.	N/A	N/A	12/31/1998	12/31/1999	\$0.00	Marsh	Upon Request
Auto Liab.	N/A	N/A	12/31/1998	12/31/1999	\$0.00	Marsh	Upon Request
Umbrella/Excess layer	N/A	N/A	12/31/1998	12/31/1999	\$0.00	Marsh	Upon Request
Foreign G/L	N/A	N/A	12/31/1998	12/31/1999	\$0.00	Marsh	Upon Request
Crime	N/A	N/A	1/1/1999	1/1/2000	\$0.00	Marsh	Upon Request
General Liab.	TJGLSA418J3407TIL99	Travelers Indemnity Co. of Illinois	12/31/1999	12/31/2000	\$2,500.00	Marsh	Upon Request
Auto Liab.	TC2JCAP419J338ATIL99	Travelers Indemnity Co. of Illinois	12/31/1999	12/31/2000	\$500.00	Marsh	Upon Request
Umbrella/Excess layer	79793460	Federal Ins. Co.	12/31/1999	12/31/2000	\$15,000.00	Marsh	Upon Request
Foreign G/L	PST210899438	Fidelity & Casualty Co. of NY (CAN)	12/31/1999	12/31/2000	\$5,000.00	Marsh	Upon Request
Crime	N/A	N/A	1/1/2000	1/1/2001	\$0.00	Marsh	Upon Request
General Liab.	TJGLSA419J3407TIL00	Travelers Indemnity Co. of Illinois	12/31/2000	12/31/2001	\$2,875.00	Marsh	Upon Request
Auto Liab.	TC2JCAP419J339ATIL00	Travelers Indemnity Co. of Illinois	12/31/2000	12/31/2001	\$575.00	Marsh	Upon Request
Umbrella/Excess layer	79793460	Federal Ins. Co.	12/31/2000	12/31/2001	\$16,500.00	Marsh	Upon Request
Foreign G/L	PST210699438	Fidelity & Casualty Co. of NY	12/31/2000	12/31/2001	\$3,416.00	Marsh	Upon Request

Crime			1/1/2001	1/1/2002	\$0.00	Marsh	Upon Request
General Liab.	TJGLSA419J3407TIL01	Travelers Indemnity Co. of Illinois	12/31/2001	12/31/2002	\$3,738.00	Marsh	Upon Request
Auto Liab.	TJGLSA419J3407TIL01	Travelers Indemnity Co. of Illinois	12/31/2001	12/31/2002	\$748.00	Marsh	Upon Request
Umbrella/Excess layer	79793460	Federal Ins. Co.	12/31/2001	12/31/2002	\$22,500.00	Marsh	Upon Request
Foreign G/L	PHF059820	ACE American Ins.	12/31/2001	12/31/2002	\$3,514.00	Marsh	Upon Request
Crime	GA03028005	Gulf Insurance	1/1/2002	1/15/2003	\$2,595.00	Marsh	Upon Request
General Liab.	TJ-GLSA-419J3407-TIL-02	Travelers	12/31/2001	12/31/2002	\$4,485.00	Marsh	Upon Request
Auto Liab.	TJ-CAP-419J339A-TIL-02	Travelers	12/31/2001	12/31/2002	\$935.00	Marsh	Upon Request
Umbrella/Excess layer	AUC 846936307	Zurich	12/31/2001	12/31/2002	\$31,100.00	Marsh	Upon Request
Foreign G/L	PHF 598 19	ACE	12/31/2001	12/31/2002	\$2,837.00	Marsh	Upon Request
Crime	GA03029764	Gulf Insurance	1/15/2003	1/15/2004	\$3,030.00	Marsh	Upon Request
General Liab.	TJ-GLSA-419J3407-TIL-03	Travelers	12/31/2003	12/31/2004	\$5,158.00	Marsh	Upon Request
Auto Liab.	TJ-CAP-419J339A-TIL-03	Travelers	12/31/2003	12/31/2004	\$1,169.00	Marsh	Upon Request
Umbrella/Excess layer	AUC 9308116-01	Zurich	12/31/2003	12/31/2004	\$22,748.00	Marsh	Upon Request
Foreign G/L	PHF059820	ACE	12/31/2003	12/31/2004	\$2,837.00	Marsh	Upon Request
Crime	GA03031176	Gulf Insurance	1/15/2004	1/15/2005	\$3,000.00	Marsh	Upon Request
General Liab.	TJ-GLSA-419J3407-TIL-04	St Paul Travelers	10/31/2004	10/31/2005	\$5,158.00	Marsh	Upon Request
Auto Liab.	TJ-CAP-419J339A-04	St Paul Travelers	10/31/2004	10/31/2005	\$1,169.00	Marsh	Upon Request
Umbrella/Excess layer	QK09000862	St Paul Travelers	10/31/2004	10/31/2005	\$16,000.00	Marsh	Upon Request

Foreign G/L	PHF 100097	ACE USA	10/31/2004	10/31/2005	\$3,729.00	Marsh	Upon Request
Crime	GA03031176	Gulf Insurance	1/15/2005	10/31/2005	\$2,376.00	Marsh	Upon Request

SCHEDULE A: ABERFELDY LP

General Liab.	J2SV008099	Royal Lloyds of Texas	12/31/2001	12/31/2002	\$70,124.00	Marsh	Upon Request
Auto Liab.	R2ST263231	Royal Indemnity Co.	12/31/2001	12/31/2002	\$129.00	Marsh	Upon Request
Umbrella/Excess layer	P2LA387378	Royal Ins. Co. of America	12/31/2001	12/31/2002	\$18,232.00	Marsh	Upon Request
Umbrella/Excess layer	XXK0075509638	Fireman's Fund Ins. Co.	12/31/2001	12/31/2002	\$40,000.00	Marsh	Upon Request
Property, Boiler & Machinery	J2SV008099	Royal Lloyds of Texas	12/31/2001	12/31/2002	\$210,136.00	Marsh	Upon Request
Terrorism	N/A	N/A	12/31/2001	12/31/2002	\$0.00	Marsh	Upon Request
General Liab.	J2TL468162	Royal Lloyds of Texas	12/31/2002	12/31/2003	\$73,871.00	Marsh	Upon Request
Auto Liab.	R2TS468163	Royal Indemnity Co.	12/31/2002	12/31/2003	\$127.00	Marsh	Upon Request
Umbrella/Excess layer	XYM 000 8531 3328	Fireman's Fund Ins. Co.	12/31/2002	12/31/2003	\$60,000.00	Marsh	Upon Request
Umbrella/Excess layer	N/A	N/A	12/31/2002	12/31/2003	\$0.00	Marsh	Upon Request
Property, Boiler & Machinery	J2SV008099	Royal Lloyds of Texas	12/31/2002	12/31/2003	\$250,310.00	Marsh	Upon Request
Terrorism	N/A	Royal Lloyds of Texas	12/31/2002	12/31/2003	\$18,843.00	Marsh	Upon Request
General Liab.	2075168994	Valley Forge (CNA)	12/31/2003	12/31/2004	\$96,821.00	Marsh	Upon Request
Auto Liab.	2075168980	Continental Casualty (CNA)	12/31/2003	12/31/2004	\$179.00	Marsh	Upon Request
Umbrella/Excess layer	XYZ-000-8594-4122	Fireman's Fund	12/31/2003	12/31/2004	\$67,320.00	Marsh	Upon Request
Umbrella/Excess layer	N/A	N/A	12/31/2003	12/31/2004	\$0.00	Marsh	Upon Request
Property, Boiler & Machinery	GP324	Affiliated FM	12/31/2003	12/31/2004	\$204,550.00	Marsh	Upon Request
Terrorism	GP324	Affiliated FM	12/31/2003	12/31/2004	\$5,000.00	Marsh	Upon Request
General Liab.	2075168994	Valley Forge (CNA)	12/31/2004	12/31/2005	\$97,821.00	Marsh	Upon Request

Auto Liab.	2075168980	Continental Casualty (CNA)	12/31/2004	12/31/2005	\$179.00	Marsh	Upon Request
Umbrella/Excess layer	XYM00086674363	Fireman's Fund	12/31/2004	12/31/2005	\$67,320.00	Marsh	Upon Request
Umbrella/Excess layer	N/A	N/A	12/31/2004	12/31/2005	\$0.00	Marsh	Upon Request
Property, Boiler & Machinery	GP591	Affiliated FM	12/31/2004	12/31/2005	\$108,831.00	Marsh	Upon Request
Terrorism	GP591	Affiliated FM	12/31/2004	12/31/2005	\$5,000.00	Marsh	Upon Request
General Liab.	N/A	N/A	12/31/1998	12/31/1999	\$0.00	Marsh	Upon Request
Auto Liab.	N/A	N/A	12/31/1998	12/31/1999	\$0.00	Marsh	Upon Request
Umbrella/Excess layer	N/A	N/A	12/31/1998	12/31/1999	\$0.00	Marsh	Upon Request
Foreign G/L	N/A	N/A	12/31/1998	12/31/1999	\$0.00	Marsh	Upon Request
Crime	N/A	N/A	1/1/1999	1/1/2000	\$0.00	Marsh	Upon Request
General Liab.	TJGLSA418J3407TIL99	Travelers Indemnity Co. of Illinois	12/31/1999	12/31/2000	\$2,500.00	Marsh	Upon Request
Auto Liab.	TC2JCAP419J338ATIL99	Travelers Indemnity Co. of Illinois	12/31/1999	12/31/2000	\$500.00	Marsh	Upon Request
Umbrella/Excess layer	79793460	Federal Ins. Co.	12/31/1999	12/31/2000	\$15,000.00	Marsh	Upon Request
Foreign G/L	PST210899438	Fidelity & Casualty Co. of NY (CAN)	12/31/1999	12/31/2000	\$5,000.00	Marsh	Upon Request
Crime	N/A	N/A	1/1/2000	1/1/2001	\$0.00	Marsh	Upon Request
General Liab.	TJGLSA419J3407TIL00	Travelers Indemnity Co. of Illinois	12/31/2000	12/31/2001	\$2,875.00	Marsh	Upon Request
Auto Liab.	TC2JCAP419J339ATIL00	Travelers Indemnity Co. of Illinois	12/31/2000	12/31/2001	\$575.00	Marsh	Upon Request
Umbrella/Excess layer	79793460	Federal Ins. Co.	12/31/2000	12/31/2001	\$16,500.00	Marsh	Upon Request
Foreign G/L	PST210699438	Fidelity & Casualty Co. of NY	12/31/2000	12/31/2001	\$3,416.00	Marsh	Upon Request

Crime			1/1/2001	1/1/2002	\$0.00	Marsh	Upon Request
General Liab.	TJGLSA419J3407TIL01	Travelers Indemnity Co. of Illinois	12/31/2001	12/31/2002	\$3,738.00	Marsh	Upon Request
Auto Liab.	TJGLSA419J3407TIL01	Travelers Indemnity Co. of Illinois	12/31/2001	12/31/2002	\$748.00	Marsh	Upon Request
Umbrella/Excess layer	79793460	Federal Ins. Co.	12/31/2001	12/31/2002	\$22,500.00	Marsh	Upon Request
Foreign G/L	PHF059820	ACE American Ins.	12/31/2001	12/31/2002	\$3,514.00	Marsh	Upon Request
Crime	GA03028005	Gulf Insurance	1/1/2002	1/15/2003	\$2,595.00	Marsh	Upon Request
General Liab.	TJ-GLSA-419J3407-TIL-02	Travelers	12/31/2001	12/31/2002	\$4,485.00	Marsh	Upon Request
Auto Liab.	TJ-CAP-419J339A-TIL-02	Travelers	12/31/2001	12/31/2002	\$935.00	Marsh	Upon Request
Umbrella/Excess layer	AUC 846936307	Zurich	12/31/2001	12/31/2002	\$31,100.00	Marsh	Upon Request
Foreign G/L	PHF 598 19	ACE	12/31/2001	12/31/2002	\$2,837.00	Marsh	Upon Request
Crime	GA03029764	Gulf Insurance	1/15/2003	1/15/2004	\$3,030.00	Marsh	Upon Request
General Liab.	TJ-GLSA-419J3407-TIL-03	Travelers	12/31/2003	12/31/2004	\$5,158.00	Marsh	Upon Request
Auto Liab.	TJ-CAP-419J339A-TIL-03	Travelers	12/31/2003	12/31/2004	\$1,169.00	Marsh	Upon Request
Umbrella/Excess layer	AUC 9308116-01	Zurich	12/31/2003	12/31/2004	\$22,748.00	Marsh	Upon Request
Foreign G/L	PHF059820	ACE	12/31/2003	12/31/2004	\$2,837.00	Marsh	Upon Request
Crime	GA03031176	Gulf Insurance	1/15/2004	1/15/2005	\$3,000.00	Marsh	Upon Request
General Liab.	TJ-GLSA-419J3407-TIL-04	St Paul Travelers	10/31/2004	10/31/2005	\$5,158.00	Marsh	Upon Request
Auto Liab.	TJ-CAP-419J339A-04	St Paul Travelers	10/31/2004	10/31/2005	\$1,169.00	Marsh	Upon Request
Umbrella/Excess layer	QK09000862	St Paul Travelers	10/31/2004	10/31/2005	\$16,000.00	Marsh	Upon Request

Foreign G/L	PHF 100097	ACE USA	10/31/2004	10/31/2005	\$3,729.00	Marsh	Upon Request
Crime	GA03031176	Gulf Insurance	1/15/2005	10/31/2005	\$2,376.00	Marsh	Upon Request